

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICATION OF ERNEST G. JOHNSON,)
DIRECTOR OF THE PUBLIC UTILITY)
DIVISION, OKLAHOMA CORPORATION) CAUSE NO. PUD 970000064
COMMISSION TO EXPLORE THE)
REQUIREMENTS OF SECTION 271 OF)
THE TELECOMMUNICATIONS ACT OF 1996) ORDER NO.

HEARING: February 19, 1997

APPEARANCES:

PROCEDURAL SCHEDULE

BY THE COMMISSION:

The Corporation Commission of the State of Oklahoma ("Commission") being regularly in session and the undersigned Commissioners being present and participating, there comes on before the Commission for consideration the Motion to Establish Procedural Schedule filed by AT&T Communications of the Southwest, Inc. ("AT&T").

This docket results from Section 271(d)(2)(B) of the federal Telecommunications Act of 1996, which requires the Federal Communications Commission, before it makes a determination under Section 271 with respect to whether a Bell operating company should be authorized to provide interLATA services in an in-region state, to consult with this Commission "in order to verify the compliance of the Bell operating company with the requirements of subsection [271](c)."

Given the short time frames provided for in the federal Act, the Commission finds that the procedures used in this proceeding should be similar to those used in Commission rulemaking proceedings.

Following arguments of counsel and the representations of counsel for Southwestern Bell Telephone Company ("SWBT") that it would agree to provide the Commission and intervenors with advance notice of the petition and supporting documentation it intends to file with the FCC to demonstrate its compliance with Section 271(c), under certain conditions set forth herein, the Commission finds that the Procedural Schedule should be as follows:

- February 20, 1997 - SWBT to file its latest draft of its Section 271(c) petition and supporting documentation
- March 12, 1997 - Intervenors to file written comments limited to the issue of whether SWBT's filing complies with the requirements of subsection 271(c)
- March 21, 1997 - SWBT files reply comments
- March 28, 1997 - Hearing before OCC, limited to arguments of counsel
- April 1, 1997 - SWBT, at its option, files its Section 271 petition at FCC
- April 21, 1997 - Commission submits its report to FCC based on comments received from parties in this docket

GENERAL PROVISIONS

1. Discovery shall not be permitted, except Staff shall be permitted to service requests for information upon any party. Responses to such requests shall be provided within five (5) business days from receipt. Objections to Staff requests shall be provided to Staff within four (4) days following receipt and shall be heard at the next available motions docket, unless specially set on dates agreed to by the parties. All times specified herein for filing such documents shall be determined to be 3:00 p.m., unless specified otherwise or by agreement of the parties.

2. SWBT may update and revise its Section 271 petition and supporting documentation before it is filed at the FCC.

3. The schedule set forth above is conditioned on the scheduling of a hearing regarding the interconnection agreement between SWBT and Sprint Communications Co., L.P., in Cause No. PUD 970000076, and the scheduling of a hearing regarding the interconnection agreement between SWBT and ICG, in Cause No. PUD 960000383, such that the Commission's order approving or disapproving such agreements are released before March 15, 1997, which will enable SWBT to include reference to such agreements in its Section 271 filing. It is also conditioned on Southwestern Bell's Statement of Terms and Conditions (STC) being permitted to take effect before April 1, 1997, either by Commission interim order or by operation of law so that Southwestern Bell can include

appropriate references to the STC in its Section 271 petition.

4. In the event SWBT is unable to file its draft Section 271 petition on February 20, 1997, as provided above, each deadline provided for in the above schedule will be pushed back a corresponding number of days.

ORDER

IT IS THEREFORE ORDERED that the Procedural Schedule set forth herein is approved.

OKLAHOMA CORPORATION COMMISSION

CODY L. GRAVES, Chairman

BOB ANTHONY, Vice Chairman

ED APPLE, Commissioner

DONE AND PERFORMED THIS ____ DAY OF FEBRUARY, 1997.
BY ORDER OF THE COMMISSION:

CHARLOTTE W. FLANAGAN, Secretary



FILED
FEB 18 1997

BEFORE THE CORPORATION COMMISSION
STATE OF OKLAHOMA

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CORPORATION COMMISSION
OF OKLAHOMA

APPLICATION OF ERNEST G. JOHNSON,)
DIRECTOR OF THE PUBLIC UTILITY)
DIVISION, OKLAHOMA CORPORATION)
COMMISSION, TO EXPLORE THE)
REQUIREMENTS OF SECTION 271 OF)
THE TELECOMMUNICATIONS ACT)
OF 1996.)

CAUSE CD NO. PUD 970000064

STATEMENT OF PRACTICE

I, Edward J. Cadieux, state that I am a member of the State Bar of Missouri.

J. Fred Gist, an active member of the Oklahoma Bar Association (OBA #3390), a resident of the State of Oklahoma and whose office address is Hall, Estill, Hardwick, Gable, Golden & Nelson, 100 North Broadway, Suite 2900, Oklahoma City, Oklahoma 73102-8827, is associated with me in this proceeding. Mr. Gist has entered an appearance in this proceeding.


EDWARD J. CADIEUX

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BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICATION OF ERNEST G. JOHNSON,) **CAUSE NO. PUD 970000064**
DIRECTOR OF THE PUBLIC UTILITY)
DIVISION, OKLAHOMA CORPORATION)
COMMISSION TO EXPLORE THE)
REQUIREMENTS OF SECTION 271 OF)
THE TELECOMMUNICATIONS ACT OF 1996) **ORDER NO. 409751**

HEARING: February 13, 1997
Before Robert E. Goldfield, Administrative Law Judge

APPEARANCES: John W. Gray, Senior Assistant General Counsel
Public Utility Division, Oklahoma Corporation Commission
Jack P. Flite, Attorney
AT&T Communications of the Southwest, Inc.
Roger K. Topplins and Amy R. Wagner, Attorneys
Southwestern Bell Telephone Company
Mickey S. Moon Assistant Attorney General
Office of the Attorney General, State of Oklahoma
Nancy Thompson and Martha Jenkins, Attorneys
Sprint Communications Company L.P.
Ronald E. Stakem and Stephen F. Morris, Attorneys
MCI Telecommunications Corporation
J. Fred Gist, Attorney
Brooks Fiber Communications of Oklahoma, Inc. and
Brooks Fiber Communications of Tulsa, Inc.

ORDER GRANTING INTERVENTIONS

BY THE COMMISSION:

The Corporation Commission of the State of Oklahoma (the Commission) being regularly in session and the undersigned Commissioners being present and participating, there comes on for consideration and action the Motion to Intervene, filed herein by the AT&T Communications of the Southwest, Inc. (AT&T). In addition, Motions to Intervene set for the February 20 1997 docket for the Office of the Attorney General and Southwestern Bell Telephone Company (SWBT) were advanced by agreement of the parties for hearing. Further, oral interventions were presented by MCI Telecommunications Corporation (MCI), Sprint Communications Company L.P. (Sprint), Brooks Fiber Communications of

Oklahoma, Inc. and Brooks Fiber Communications of Tulsa, Inc., by agreement of the parties.

There being no objection to the interventions being granted, the Administrative Law Judge (ALJ) recommended the interventions of all the above-entitled parties.

There being no oral appeal taken to the recommendation of the ALJ, such recommendation becomes the order of the Commission.

ORDER

IT IS THEREFORE THE ORDER OF THE CORPORATION COMMISSION of the State of Oklahoma that the Motions for Intervention, as identified herein, be and the same are hereby granted in accordance with the findings herein.

OKLAHOMA CORPORATION COMMISSION


CODY L. GRAVES, Chairman

BOB ANTHONY, Vice Chairman


ED APPLE, Commissioner

DONE AND PERFORMED THIS 21 DAY OF Feb., 1997
BY ORDER OF THE COMMISSION:


CHARLOTTE W. FLANAGAN, Secretary

REPORT OF THE ADMINISTRATIVE LAW JUDGE

The foregoing findings and order are the report and recommendations of the Administrative Law Judge.


ROBERT E. GOLDFIELD
Administrative Law Judge

February 18, 1997
Date :ph

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BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICATION OF ERNEST G. JOHNSON,)
DIRECTOR OF THE PUBLIC UTILITY)
DIVISION, OKLAHOMA CORPORATION) CAUSE NO. PUD 970000064
COMMISSION TO EXPLORE THE)
REQUIREMENTS OF SECTION 271 OF)
THE TELECOMMUNICATIONS ACT OF 1996) ORDER NO. 409904

HEARING: February 19, 1997

APPEARANCES: Jack P. Fite, Attorney
AT&T Communications of the Southwest, Inc.
Roger K. Toppins, Attorney
Southwestern Bell Telephone Company
Nancy Thompson, Attorney
Sprint Communications Company, L.P.
Ronald D. Stakem, Attorney
MCI Telecommunications Corporation
Fred Gist, Attorney
Brooks Fiber Communications
Mickey S. Moon, Assistant Attorney General
Office of the Attorney General, State of Oklahoma
John Gray, Senior Assistant General Counsel, Public Utility
Division, Oklahoma Corporation Commission

PROCEDURAL SCHEDULE

BY THE COMMISSION:

The Corporation Commission of the State of Oklahoma ("Commission") being regularly in session and the undersigned Commissioners being present and participating, there comes on before the Commission for consideration the Motion to Establish Procedural Schedule filed by AT&T Communications of the Southwest, Inc. ("AT&T").

This docket results from Section 271(d)(2)(B) of the federal Telecommunications Act of 1996, which requires the Federal Communications Commission, before it makes a determination under Section 271 with respect to whether a Bell operating company should be authorized to provide interLATA services in an in-region state, to consult with this Commission "in order to verify the compliance of the Bell operating company with the requirements of subsection [271](c)."

Following arguments of counsel and the representations of counsel for Southwestern Bell Telephone Company ("SWBT") that it would agree to provide the Commission and intervenors with advance notice of the latest draft of the petition and supporting documentation it intends to file with the FCC to demonstrate its compliance with Section 271(c), the Commission finds that the Procedural Schedule should be as follows:

February 20, 1997 -	SWBT to provide copy of the latest draft of its Section 271(c) petition and supporting documentation to ALJ, Staff and intervenors
March 11, 1997 -	All parties, within each party's sole discretion, may file prefiled testimony and/or written comments regarding SWBT's Section 271(c) petition and supporting documentation and issues related thereto.
March 25, 1997 -	All parties, within each party's sole discretion, may file prefiled rebuttal testimony and/or reply comments
April 1, 1997 -	Last day to submit data requests; last day for depositions; parties exchange witness lists
April 11, 1997 -	On or after this date, SWBT, at its option, may file its Section 271 petition at the FCC
April 14-16, 1997 -	Hearing before ALJ in Courtroom B
April 17, 1997 -	ALJ issues recommendation
April 22-23, 1997 -	Oral appeals, if any, before Commission <u>en banc</u>

April 23, 1997 - Commission deliberations
April 25, 1997 - On or after this date, Commission will provide
its report to the FCC pursuant to Section
271(d)(2)(B)

GENERAL PROVISIONS

1. Each party, except Staff, is limited to 30 data requests (including subparts) on SWBT or Staff. SWBT may file data requests on the other parties under the same limitation. The two Brooks Fiber companies shall be treated as one entity for purposes of this provision. Copies of data requests shall be provided to the ALJ and to the Commission Staff. The Commission Staff will review the data requests to determine whether any data request is duplicative of other requests and will advise the party to whom the data requests are submitted whether all or part of the data requests should be answered.

2. Responses to data requests shall be provided within five (5) business days from the notification of the Commission Staff as set forth above. Objections to data requests shall be submitted within four (4) days following receipt and shall be heard at the next available motions docket, unless specially set on dates agreed to by the parties. All times specified herein for filing such documents shall be determined to be 3:00 p.m., unless specified otherwise or by agreement of the parties. All data requests and responses are to be hand-delivered or faxed.

3. Data requests and other pleadings received after 3:00 p.m. shall be considered to have been received the following day.

4. Unless an objection is made and sustained at the hearing, the data requests and responses shall be entered in the record at the hearing.

5. SWBT may update and revise its Section 271 petition and supporting documentation before it is filed at the FCC.

6. Depositions may only be taken upon leave of the Commission.

7. With respect to witnesses who have prefiled testimony, if any, at the commencement of each witness's testimony, the witness shall read into the record a written summary of his/her direct and/or rebuttal prefiled testimonies, which shall be done in lieu of oral direct testimony. The written summary shall cross-reference the witness's direct and/or rebuttal testimony. After admittance of the summary and the prefiled testimony into the record and the witness is tendered for cross-examination, the witness shall be permitted to orally testify on cross- and redirect examination. Any redirect examination will be limited to issues which were raised during cross-examination. No exhibits will be introduced for the first time during redirect examination.

8. SWBT will coordinate with the other parties with respect to making available subject matter experts to informally discuss particular issues in Oklahoma City. Any disputes resulting from this provision should be brought to the ALJ for resolution.

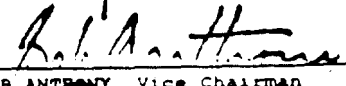
9. The schedule established herein makes moot the Motion to Establish Advance Notice Requirement filed by AT&T herein.

ORDER

IT IS THEREFORE ORDERED that the Procedural Schedule set forth herein is approved.

OKLAHOMA CORPORATION COMMISSION


CODY L. GRAVES, Chairman


BOB ANTHONY, Vice Chairman



ED APPLE, Commissioner

DONE AND PERFORMED THIS 28 DAY OF FEBRUARY, 1997.
BY ORDER OF THE COMMISSION:


CHARLOTTE W. FLANAGAN, Secretary

REPORT OF THE ADMINISTRATIVE LAW JUDGE

The foregoing Findings and Order are the Report and Recommendations of the
Administrative Law Judge.


ROBERT E. GOLDFIELD
Administrative Law Judge

February 24, 1997
Date



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BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICATION OF ERNEST G. JOHNSON,)
DIRECTOR OF THE PUBLIC UTILITY)
DIVISION, OKLAHOMA CORPORATION) CAUSE NO. PUD 970000064
COMMISSION TO EXPLORE THE)
REQUIREMENTS OF SECTION 271 OF)
TELECOMMUNICATIONS ACT OF 1996.) ORDER NO. 409905

HEARING: February 19, 1997
Before Robert E. Goldfield, Administrative Law Judge

APPEARANCES: Jack P. Fite, Attorney
AT&T Communications of the Southwest, Inc.
Roger K. Toppins, Attorney
Southwestern Bell Telephone Company
Nancy Thompson, Attorney
Sprint Communications Company L.P.
Ronald D. Stakes, Attorney
MCI Telecommunications Corporation
Fred Gist, Attorney
Brooks Fiber Communications
Mickey S. Moon, Assistant Attorney General
Office of the Attorney General, State of Oklahoma
John Gray, Senior Assistant General Counsel
Public Utility Division, Oklahoma Corporation Commission

PROTECTIVE ORDER

BY THE COMMISSION:

The Corporation Commission of the State of Oklahoma ("the Commission") being regularly in session and the undersigned Commissioners being present and participating, there comes on for consideration the need for a Protective Order in this Cause.

FINDINGS OF FACT AND CONCLUSIONS OF LAW

The Commission finds that it has jurisdiction pursuant to Article IX, Section 18 of the Oklahoma Constitution, and Title 51 O.S. (Supp. 1995) § 24A.22 of the Oklahoma Statutes.

The Commission further finds that a Protective Order should be issued in this Cause because this Cause may contain commercially sensitive information of Southwestern Bell Telephone Company ("Southwestern Bell") and its customers and which Southwestern Bell considers proprietary in nature and the release of which could be injurious to its business.

The Commission further finds that the Commission desires access to information and records claimed as proprietary and/or confidential in nature in order for Staff to sufficiently review this application.

The Commission further finds that the claimed proprietary and/or confidential information shall be used by the Commission solely in connection with its review of this application and that the proprietary and/or confidential material will not be introduced or used as testimony or exhibits in any cause, including Cause No. PUD 970000064, except on an in camera basis unless said information is presented in a summary format such that confidential material cannot be determined therefrom.

The Commission further finds that the parties, except the Commission Staff, shall use the Proprietary Agreement attached as Attachment "A" to protect confidential and highly-sensitive confidential information and documents produced or made available among the parties, except the Commission Staff.

The Commission further finds that a requesting party shall request relief from this protective order from the Commission before any of the proprietary and/or confidential material is revealed to any third party including, but not limited to, intervenors in this Cause. Southwestern Bell shall clearly

designate/identify on the face of the document(s) all data which it contends is confidential and/or proprietary.

The Commission further finds that the issuance of this Protective Order is not a waiver of any right of the parties to challenge any claim that the requested material is privileged, proprietary, or confidential, and that any challenge made to the protected status provided the confidential and/or privileged material, under 51 O.S. (Supp. 1995) § 24A.22, and this Order, shall be done in camera before an Arbitrator or the Commission en banc, with each party having three (3) business days to respond to any challenge to the claimed confidential and/or privileged material and the opportunity to be heard by the ALJ or the Commission en banc, as appropriate.

The Commission further finds that all claimed confidential and/or privileged material, as set forth above, shall remain protected from public disclosure until otherwise ordered by the Commission.

ORDER

IT IS THEREFORE ORDERED that the Protective Order is hereby granted pursuant to the findings and directives set forth herein.


IT IS FURTHER ORDERED that the Proprietary Agreement attached hereto as Attachment "A" is approved and shall be used by the parties, except the Commission Staff, as needed to protect proprietary, confidential and highly-sensitive confidential information and documents produced in this Cause.

OKLAHOMA CORPORATION COMMISSION



CODY L. GRAVES, Chairman

DISSSENT

BOB ANTHONY, Vice Chairman


ED APPLE, Commissioner

DONE AND PERFORMED THIS 28 DAY OF Feb., 1997, BY ORDER OF THE COMMISSION:


CHARLOTTE W. FLANAGAN, Secretary

REPORT OF THE ADMINISTRATIVE LAW JUDGE

The foregoing Findings and Order are the Report and Recommendations of the Administrative Law Judge.


ROBERT E. GOLDFIELD
Administrative Law Judge

February 21, 1997
Date

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICATION OF ERNEST G. JOHNSON,)
DIRECTOR OF THE PUBLIC UTILITY)
DIVISION, OKLAHOMA CORPORATION)
COMMISSION TO EXPLORE THE)
REQUIREMENTS OF SECTION 271 OF)
TELECOMMUNICATIONS ACT OF 1996.) CAUSE NO. PUD 970000064

PROPRIETARY AGREEMENT

WHEREAS, the parties herein have agreed that the procedures shall be established and followed for the protection of information and documents produced, given, exchanged or otherwise used by and among the parties in the course of discovery and other proceedings in this Cause.

NOW, THEREFORE, the parties agree as follows:

1. Any document or any information produced or required to be produced by the parties or exchanged by the parties in the course of discovery in this Cause, which satisfies the conditions set forth below, may be designated by the producing party as "confidential" or "highly sensitive confidential." Documents and information shall only be designated as "confidential" or "highly sensitive confidential" upon the good faith determination by the producing party, concurred in by counsel representing that party, that such documents or information constitute trade secrets or other confidential research, development, commercial or other information relating to such party's business, or the business of its customers, the public disclosure of which would tend to financially injure the producing party, or any customer of such party, in the pursuit of its business, trade or profession. The standard regarding the definition of "confidential" in any classification dispute shall be the common law of the State of Oklahoma. "Highly sensitive confidential" documents and information are a subset composed of information which a responding party claims is of such a highly sensitive nature that the making of copies of such information by or for the requesting party having access to such information as contemplated in paragraph 7 of this Proprietary Agreement would expose the producing party to an unreasonable risk of harm.

2. "Confidential" information and "highly sensitive confidential" information shall not include information found by the Administrative Law Judge (ALJ), the Commission, or a court of competent jurisdiction not to merit the protection afforded "confidential" information or "highly sensitive confidential" information under the terms of this Proprietary Agreement.

3. As to documents and information produced to another party, only such documents or information as have been determined to be "confidential" or "highly sensitive confidential" under the terms of this Proprietary Agreement and which are clearly marked and identified as such under the terms of this Proprietary Agreement shall be deemed "confidential" or "highly sensitive confidential" information and entitled to receive the protection afforded by this Proprietary Agreement. The designation of "confidential" or "highly sensitive confidential" documents and information shall be made initially by the producing party prior to, or contemporaneously with, the production of such documents or information to the other party in accordance with this Proprietary Agreement.

4. "Confidential" or "highly sensitive confidential" documents and information shall not be disclosed by counsel for the party receiving or having access to such documents and information to any person or entity except:

- A. Counsel of record for the parties;
- B. Employees of the parties or of counsel assigned to assist counsel in the conduct of this Cause and any appeal herein;
- C. Consultants or experts, and their subordinates, employed by a party or counsel to assist counsel in this Cause;
- D. The Commission, the Commission Staff and the ALJ designed by the Commission to conduct proceedings herein.

All persons who may be entitled to receive, and who are afforded access to, any "confidential" information or "highly sensitive confidential" information by reason of this Proprietary Agreement shall not: (a) use or disclose the information for any purpose other than the preparation for and conduct of this proceeding before the Commission or any related proceedings before the Supreme Court of the State of Oklahoma or any court it designates; or (b) reveal or discuss such documents or information, or any information contained therein, to or with any person who is not eligible to receive such documents or information pursuant to this paragraph and authorized to receive such documents or information pursuant to paragraph 5.

All such persons shall use their best efforts to keep the information secure in accordance with the purposes and the intent of this Proprietary Agreement. To this end, persons having custody of any such information shall keep the documents under lock and key or otherwise properly secured during all times when the documents are not being reviewed by a person authorized to do so.

5. Prior to producing the "confidential" information, as contemplated in paragraph 4 and 6, or producing for review the "highly sensitive confidential" information, as contemplated in

paragraph 7, to any person authorized to be given and provided access to such information pursuant to this Proprietary Agreement, counsel for the requesting party shall notify counsel for the producing party of the intent to make such disclosure, stating with particularity the name, title and job responsibilities of the person to whom disclosure will be made and the purpose of such disclosure. In addition, requesting counsel shall require the person to whom disclosure is to be made to read a copy of this Proprietary Agreement, sign the same and deliver it to counsel for the producing party before disclosure is made and, if no objection thereto is registered to counsel requesting the same by 5:00 p.m. on the second business day after actual notice, then disclosure shall follow. If objection is made, the disclosure shall not occur until the objection is withdrawn or until an appropriate order of the Commission is issued. Objection shall be made only after good faith review by counsel for the producing party. The procedure for objecting shall not apply to disclosure to Commission employees. Any objection shall be set for hearing, if necessary, on the next available motion docket.

6. "Confidential" documents and information shall be produced by the producing party by delivering a copy thereof to counsel for the requesting party.

7. The following procedures apply with respect to production for review of "highly sensitive confidential" information unless: (a) the producing and receiving parties agree otherwise; or (b) otherwise required by the provisions of this Proprietary Agreement.

On or before the date the response is due, the party producing information claimed to be "highly sensitive confidential" information shall file with the Commission, and deliver to the party that requested the information, a written statement that includes the following information: (a) the identity of the party requesting the "highly sensitive confidential" information; and (b) a verbatim recitation of those data requests for which responsive information, in whole or in part, is deemed to be highly sensitive information; and (c) a written statement that explains why the information is "highly sensitive confidential" information.

Information claimed to be "highly sensitive confidential" information must be made available at the responding party's Oklahoma City, Oklahoma location, or another location agreed by the parties or ordered by the ALJ or the Commission, on or before the date the response is due.

The party producing information claimed to be "highly sensitive confidential" information shall be responsible for monitoring the inspection of such information. The attorney for the party requesting the information shall be responsible for monitoring any note taking allowed under this Proprietary Agreement. Extensive note taking shall not be permitted.

8. A party may include "confidential" or "highly sensitive confidential" documents or information of another party in, or as attachments to, prefiled testimony, but only if the portion of the testimony, including at least the affected question and the attachments which state the "confidential" or "highly sensitive confidential" information, and such other portions of the testimony, if any, as in fairness should be redacted to protect the confidentiality of the information, are segregated from the remainder of the testimony and filed at the Commission under seal marked "**CONFIDENTIAL--SUBJECT TO PROPRIETARY AGREEMENT IN OCC CAUSE NO. PUD 970000064.**" A party which submits prefiled testimony under seal shall initially serve a copy of the complete prefiled testimony, including the portion filed at the Commission under seal only on the party whose "confidential" or "highly sensitive confidential" information is affected. All other parties shall initially be served only a copy of the prefiled testimony without the sealed portion, but annotated to clearly reveal that the testimony is not complete. If a party who is not served the sealed portion of prefiled testimony wants to obtain access to the sealed portion of that testimony, that party must request the sealed portion and demonstrate it has signed this Proprietary Agreement. The request shall be served on both the party which filed the testimony and upon the party whose information is affected. A requesting party shall be provided the sealed portion of the prefiled testimony, also under seal, by the party which filed the testimony, if the party whose information is affected does not object to such disclosure by 5:00 p.m. of the second business day after actual notice of such a request. A failure to object has no effect other than to authorize a sealed copy of the confidential portion of the testimony to be served on the requesting party. In the event of an objection, it shall be heard specially by the ALJ and no later than the next available motion docket.

9. If a party intends to use "confidential" or "highly sensitive confidential" information on the record at the hearing of this Cause, the party shall give reasonable advance notice to the ALJ or the Commission and to counsel for all other parties, and shall request an in camera proceeding before the ALJ or the Commission, as appropriate. If "confidential" or "highly sensitive confidential" information is admitted into evidence or taken as an offer of proof or otherwise in such an in camera proceeding, the record of such in camera hearing, if thereafter prepared, shall be marked "**CONFIDENTIAL--SUBJECT TO PROPRIETARY AGREEMENT IN OCC CAUSE NO. PUD 970000064.**" The portion of the transcript shall be separately bound, segregated, sealed and withheld from inspection by any person not bound by this Proprietary Agreement, unless and until released from the restrictions of this Proprietary Agreement either through the written agreement of the parties, or after notice to the parties and hearing, pursuant to an order of the Commission or a court of competent jurisdiction.

10. The receipt by any party to this Cause of any documents or information which have been designated as "confidential" or the receipt of access to any documents or to any information designed as "highly sensitive confidential" pursuant to the terms of this Proprietary

Agreement shall not be deemed to constitute an agreement that the documents or information produced are "confidential" or "highly sensitive confidential." Subsequent to the receipt of documents or information marked "confidential" or of access to documents or information marked "highly sensitive confidential" by any party to this Cause, the party receiving such documents or information or access thereto may contest the claim of confidentiality.

11. If a party, after review of the information designed as "confidential" or "highly sensitive confidential," wishes to contest such classification, a motion to that effect shall be filed with the Commission identifying with particularity (but not disclosing) the information in question. The parties seeking to have the information designated as "confidential" or "highly sensitive confidential" shall file a response within five working days after receipt of the motion, and shall have the burden of establishing the need for such designation. The parties are expected to attempt to resolve such a dispute by negotiated agreement.

At the request of the ALJ, the responding party shall provide the documents claimed to be "confidential" or "highly sensitive confidential" to the ALJ for an in camera review. Those documents shall not be filed with the Commission. Such documents will not be accessible to the other parties except pursuant to the terms of this Proprietary Agreement, unless subsequently so ordered by the Commission or a court of competent jurisdiction. Disclosure shall be made as ordered or otherwise agreed to by the responding and requesting parties.

12. In the event a party determines that in order to protect the interests and expectations of privacy and confidentiality of its customers, employees, agents or representatives, it is necessary for such party to withhold the identification of such customers, employees, agents or representatives, from any documents or information produced, the producing party may, in addition to taking any other action provided for in this Proprietary Agreement, redact the names and other types of information which specifically identifies such customers, employees, agents or representatives from the documents and information it produces or discloses to the other party. The fact of redaction must be clearly disclosed on the face of the document produced or as part of the response made. If the party receiving documents or information with such redaction disagrees with the necessity or appropriateness of such redactions, it may seek resolution of such issue by the ALJ. Provided, however, that one unredacted version of such documents or information shall be provided to counsel of record for the party requesting such documents or information, but such counsel shall not duplicate such unredacted documents or information or disclose the unredacted documents or information to any other person, party or entity, including the persons or parties described in paragraph 4 above, without first seeking and receiving permission in advance from counsel for the producing party or an order from the Commission allowing such disclosure or duplication.

13. To the extent that such efforts will not damage a party's presentation of its position in this docket, each party shall use its best efforts to phrase deposition and other discovery questions, prefiled testimony, questions asked on live examination of a witness, briefs, other pleadings and oral arguments in a way which will eliminate or minimize the need for documents in the record to be under seal, or for Commission proceedings in this docket to be closed to the public. Any party intending to refer to "confidential" information or "highly sensitive confidential" information during a Commission proceeding in this docket in a manner which might require that such proceeding be closed shall as soon as possible provide advance notice of this to the parties and the ALJ or the Commission, whichever is presiding over the proceeding, identifying with particularity the confidential information involved.

14. Upon completion of this proceeding, including administrative or judicial review thereof, copies of all "confidential" documents furnished under the terms of this Proprietary Agreement shall be returned promptly to the producing party and any notes from "confidential" or "highly sensitive confidential" information shall be destroyed. Counsel for the party which made such notes shall certify to the producing party that such notes have been destroyed. Unless otherwise ordered, such information including portions of transcripts from any depositions to which a claim of confidentiality is made, shall remain under seal, shall continue to be subject to the protective requirements of this Proprietary Agreement, and shall be returned to the producing party at the conclusion of this litigation. While in the custody of the Commission, these documents shall be marked **"CONFIDENTIAL-SUBJECT TO PROPRIETARY AGREEMENT IN OCC CAUSE NO. PUD 970000064."** They shall not be considered as records in the possession of or retained by the Commission subject to public disclosure within the meaning of the Oklahoma Open Records Act. If the Office of the General Counsel of the Oklahoma Corporation Commission receives a request for public disclosure, pursuant to the Oklahoma Open Records Act, 51 O.S. § 24A.1, *et seq.*, of information claimed to be either "confidential" or "highly sensitive confidential" (or any notes reflecting such information), then the recipient of that request for disclosure, shall within one working day following receipt of that request notify the party whose information is affected that a request for public disclosure has been made. The Office of the General Counsel of the Oklahoma Corporation Commission shall not release such information publicly for ten calendar days, in order to allow the responding party time to pursue any legal remedies that it may have, unless otherwise ordered by a court of competent jurisdiction.

15. Nothing in this Proprietary Agreement shall prevent any party from: (a) requesting additional relief from the Commission concerning the production, protection, disclosure or use of any "confidential" or "highly sensitive confidential" documents or information in the event of disagreements among the parties or their counsel which cannot be resolved by the parties or their counsel; or (b) objecting to the production or disclosure of documents or information on grounds

that such documents or information are not subject to production or disclosure or are entitled to protection from such production or disclosure under provisions of the Commission's rules of practice or other applicable law.

THE UNDERSIGNED PARTY OR INDIVIDUAL CERTIFIES THAT HE/SHE HAS READ THIS PROPRIETARY AGREEMENT AND WILL COMPLY WITH AND BE BOUND BY THE TERMS HEREOF.

Signature: _____
Title: _____
Address: _____
Representing: _____
Date: _____

STATE OF _____)
COUNTY OF _____) ss:

Subscribed and sworn to before me this _____ day of _____, 1997.

NOTARY PUBLIC

My Commission Expires:

FILED

MAR 11 1997

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA
COURT CLERK'S OFFICE - OKC
CORPORATION COMMISSION
OF OKLAHOMA

APPLICATION OF ERNEST G.
JOHNSON, DIRECTOR OF THE
PUBLIC UTILITY DIVISION,
OKLAHOMA CORPORATION
COMMISSION TO EXPLORE THE
REQUIREMENTS OF SECTION 271
OF THE TELECOMMUNICATIONS
ACT OF 1996.

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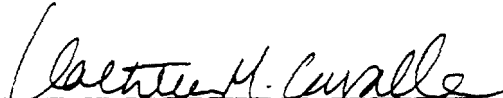
Cause No. PUD 970000064

STATEMENT OF PRACTICE

I. INTRODUCTION AND QUALIFICATIONS

1. I, Kathleen M. LaValle, state that I am a member of the State Bar of Texas, the United States District Courts for the Northern, Southern, Eastern and Western Districts of Texas, and the Fifth Circuit Court of Appeals.

Jack P. Fite, an active member of the Oklahoma Bar Association (OBA #2949), a resident of the state of Oklahoma and whose office address is White, Coffey, Galt & Fite, P.C., 6520 North Western, Suite 300, Oklahoma City, Oklahoma 73116, is associated with me in this proceeding. Mr. Fite has entered an appearance in this proceeding.


Kathleen M. LaValle

CERTIFICATE OF MAILING

This is to certify that on this 11th day of March, 1997, a true and correct copy of the above and foregoing STATEMENT OF PRACTICE was mailed, postage prepaid to:

Robert E. Goldfield
Administrative Law Judge
Oklahoma Corporation Commission
Jim Thorpe Office Bldg
First Floor
Oklahoma City, OK 73105

Nancy M. Thompson, Esq.
P. O. Box 18764
Oklahoma City, OK 73154

John W. Gray
Senior Assistant General Counsel
Oklahoma Corporation Commission
P. O. Box 52000-2000
Oklahoma City, OK 73152-2000

Martha Jenkins, Esq.
Sprint Communications
Company, L.P.
8140 Ward Parkway 5E
Kansas City, MO 64114

Ernest G. Johnson, Director
Public Utility Division
Oklahoma Corporation Commission
P. O. Box 52000-2000
Oklahoma City, OK 73152-2000

Fred Gist
100 North Broadway
Suite 2900
Oklahoma City, OK 73102

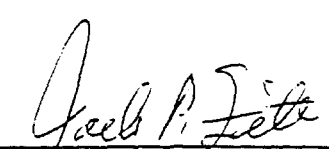
Maribeth D. Snapp
Deputy General Counsel
Oklahoma Corporation Commission
P. O. Box 52000-2000
Oklahoma City, OK 73152-2000

Ed Cadieux
Brooks Fiber Communication
425 Woodsmill Rd., South
Suite 300
Town & Country, MO 63017

Roger Toppins
800 North Harvey
Oklahoma City, OK 73102

Rick Chamberlain
Mickey Moon
Assistant Attorneys General
Office of the Attorney General
112 State Capitol Building
2300 North Lincoln Boulevard
Oklahoma City, OK 73105-4894

Ronald E. Stakem
Clark, Stakem, Wood & Pherigo, P.C.
101 Park Avenue, Suite 1000
Oklahoma City, OK 73102



Jack P. Fite